

Executed in 8 Counterparts of  
which this is Counterpart No. 7

5732-X

MAY 1 1976

WITNESSES

THIS SUPPLEMENTAL AGREEMENT, made and entered into as  
of May 1, 1976, by and between

SOUTHERN RAILWAY COMPANY, a Virginia corporation, and  
CENTRAL OF GEORGIA RAILROAD COMPANY, a Georgia corporation  
(together called the "Company"), parties of the first part;  
and

CITIBANK, N.A., a national banking association duly  
incorporated and existing under the laws of the United States  
of America (the "Trustee"), party of the second part;

W I T N E S S E T H: That

WHEREAS, by agreement dated as of June 1, 1970, as amended,  
(the "Agreement"), between the Trustee and the Company there was  
constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 3 OF 1970; and

WHEREAS, Southern Railway Company assigned a portion of its  
interest in the Agreement to Central of Georgia Railroad Company  
by assignment dated as of June 2, 1970; and

WHEREAS, by the Agreement the Trustee did let and lease  
unto the Company certain railroad equipment as defined in the  
Agreement (the "Equipment") for a term as set forth in the  
Agreement, all upon such terms and conditions as therein speci-  
fied; and

WHEREAS, in Section 4.9 of the Agreement, it is provided  
that in the event any units of the Equipment become unsuitable  
in any respect for the use of the Company and the Company shall  
have paid to the Trustee the selling price or Fair Value, as  
defined in the Agreement, of such units, then upon the filing with  
the Trustee of the appropriate documents, any monies paid to the  
Trustee pursuant to said Section 4.9 or Section 4.7 of the Agree-  
ment may be applied to the purchase of additional Equipment; and

WHEREAS, the Company, in compliance with the aforesaid  
requirements of Section 4.9 of the Agreement now proposes to  
cause to be sold, assigned, transferred and set over unto the  
Trustee, as Trustee under the Agreement, two (2) new 70-ton  
Pulpwood Cars bearing road numbers 140991 and 140993 (the "Addi-  
tional Equipment");

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the Company does hereby assign to the Trustee all of its right, title, and interest under the contract for the acquisition of the Additional Equipment, and the Trustee does hereby let and lease the Additional Equipment to the Company for the remainder of the lease term as set forth in the Agreement, the said assignment by the Company and lease by the Trustee being upon and subject to all the terms and conditions of the Agreement as though the Additional Equipment had been a part of the original Equipment described in the Agreement.

AND the Company hereby accepts the terms and conditions upon which the Additional Equipment is leased to it hereunder, and covenants and agrees to abide by each and every such term and condition according to the true intent and purpose thereof.


This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

SOUTHERN RAILWAY COMPANY,  
CENTRAL OF GEORGIA RAILROAD COMPANY,  
By


ATTEST:

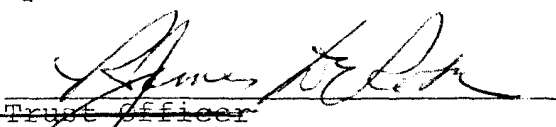
  
Assistant Secretary

  
Vice President of each of the  
above companies

CITIBANK, N.A., as TRUSTEE  
By

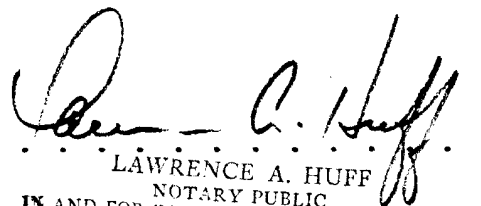
ATTEST:

  
~~Assistant Cashier~~  
TRUST OFFICER

  
~~Trust Officer~~  
Senior Trust Officer

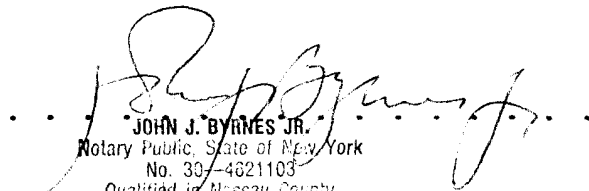
DISTRICT OF COLUMBIA

On this 26<sup>th</sup> day of May, 1976, before me personally appeared K. A. Stoecker, to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN RAILWAY COMPANY and CENTRAL OF GEORGIA RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of each of said corporations, that said instrument was signed and sealed on behalf of said corporations pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporations.

  
LAWRENCE A. HUFF  
NOTARY PUBLIC  
IN AND FOR THE DISTRICT OF COLUMBIA  
MY COMMISSION EXPIRES JUNE 30, 1977

STATE OF NEW YORK     )  
                              )   ss:  
County of New York    )

On this 21<sup>st</sup> day of May, 1976, before me personally appeared R. JAMES DILLON, to me personally known, who, being by me duly sworn, says that he is a <sup>Senior</sup> Trust Officer of CITIBANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
JOHN J. BYRNES JR.  
Notary Public, State of New York  
No. 30-4821103  
Qualified in Nassau County  
Cert. filed in New York County  
Term Expires March 30, 1977